

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

YOUFIT HEALTH CLUBS, LLC, *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

**Objection Deadline: February 8, 2021 at 4:00 p.m.  
(prevailing Eastern Time)**

**Hearing Date: To be determined if any objection is filed**

**SUMMARY OF SECOND MONTHLY FEE APPLICATION OF  
GREENBERG TRAURIG, LLP, COUNSEL TO THE DEBTORS, FOR  
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
FROM DECEMBER 1, 2020 THROUGH DECEMBER 31, 2020**

Name of Applicant:	Greenberg Traurig, LLP
Authorized to Provide Professional Services to:	YouFit Health Clubs, LLC, <i>et al.</i>
Date of Retention:	December 4, 2020 <i>nunc pro tunc</i> to November 9, 2020
Period for Which Compensation and Reimbursement sought:	December 1, 2020 through December 31, 2020
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$695,300.50
Amount of Compensation for Which Payment is Sought Pursuant to this Application:	\$556,240.40 (80% of fees)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$3,407.09

This is a(n):   X   Monthly             Interim             Final Application

This Application (as defined below) does not include any hours incurred in connection with the

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<sup>1</sup> The last four digits of YouFit Health Clubs, LLC's tax identification number are 6607. Due to the large number of debtor entities in these chapter 11 cases, a complete list of the debtor entities and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the claims and noticing agent at [www.donlinrecano.com/yfhc](http://www.donlinrecano.com/yfhc). The mailing address for the debtor entities for purposes of these chapter 11 cases is: 1350 E. Newport Center Dr., Suite 110, Deerfield Beach, FL 33442.

preparation of this Application.

Prior application:

Date Filed, Docket No.	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses	Order Entered
December 18, 2020, Docket No. 529  CNO Filed January 5, 2021, Docket No. 600	November 9, 2020 – November 30, 2020	\$376,738.50	\$7,996.93	\$301,390.80	\$7,996.93	n/a

**COMPENSATION BY INDIVIDUAL**

Name of Professional Person	Position of the Applicant; Date of Bar Admission; Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
<b>Shareholders:</b>				
Avi Benayoun	Shareholder; Member of Florida Bar since 1998. Area of expertise: Litigation.	\$620.00	15.90	\$9,858.00
Gregory Daddario	Shareholder; Member of New York Bar since 2008; Member of Massachusetts Bar since 2016. Area of expertise: Corporate.	\$795.00	8.40	\$6,678.00
Dana Hooper	Shareholder; Member of Arizona Bar since 2005. Area of expertise: Litigation.	\$585.00	5.10	\$2,983.50
Eric J. Howe	Shareholder; Member of Minnesota Bar since 2013; Member of Illinois Bar since 2007. Area of expertise: Bankruptcy.	\$840.00	183.80	\$154,392.00

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Bruce I. March	Shareholder; Member of Florida Bar since 1993. Member of New York Bar since 1988. Area of expertise: Corporate.	\$1,100.00	3.20	\$3,520.00
Daniel D. McCawley	Shareholder; Member of Florida Bar since 1998; Member of District of Columbia Bar since 2000. Area of expertise: Real Estate.	\$790.00	12.70	\$10,033.00
Dennis A. Meloro	Shareholder; Member of Delaware Bar since 2003. Area of expertise: Bankruptcy.	\$1,100.00	61.30	\$67,430.00
Nancy A. Peterman	Shareholder; Member of Illinois Bar since 1991. Member of New York Bar since 2012. Area of expertise: Bankruptcy.	\$1,150.00	63.20	\$72,680.00
Jeffrey M. Wolf	Shareholder; Member of Massachusetts Bar since 1987. Member of New York Bar since 2016. Area of expertise: Bankruptcy.	\$995.00	32.30	\$32,138.50
Thomas L. Woodman	Shareholder; Member of Ohio Bar since 1982; Member of Texas Bar since 1985. Area of expertise: Litigation.	\$1,055.00	13.30	\$14,031.50

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
<b>Associates:</b>				
Nicholas E. Ballen	Associate; Member of Illinois Bar since 2015. Area of expertise: Bankruptcy.	\$550.00	113.70	\$62,535.00
Zachary O. Bazara	Associate; Member of Texas Bar since 2011. Area of expertise: Real Estate.	\$475.00	5.20	\$2,470.00
Samuel Bookhardt	Associate; Member of Florida Bar since 2016. Area of expertise: Litigation.	\$400.00	16.30	\$6,520.00
Danny Duerdoth	Associate; Member of Illinois Bar since 2016. Area of expertise: Bankruptcy.	\$435.00	61.90	\$26,926.50
Sara Hoffman	Associate; Member of New York Bar since 2014. Area of expertise: Bankruptcy.	\$860.00	87.30	\$75,078.00
Matthew Hoxsie	Associate; Member of Arizona Bar since 2019. Area of expertise: Litigation.	\$315.00	8.50	\$2,677.50
Peter D. Kieselbach	Associate; Member of the Minnesota Bar since 2015. Area of expertise: Bankruptcy.	\$615.00	74.60	\$45,879.00
Steven M. Levick	Associate; Member of New York Bar since 2016. Member of the Florida Bar since 2020. Area of expertise: Real Estate.	\$450.00	41.70	\$18,765.00
Cushla E. Talbut	Associate; Member of Florida Bar since 2014. Area of expertise: Real Estate.	\$455.00	6.70	\$3,048.50

<b>Name of Professional Person</b>	<b>Position of the Applicant; Date of Bar Admission; Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Patrick Wu	Law Clerk/JD; Member of Texas Bar since 2020. Area of expertise: Bankruptcy.	\$500.00	126.60	\$63,300.00
<b>Paralegals:</b>				
Sandy Bratton	Paralegal; Joined the firm in 2004.	\$375.00	15.10	\$5,662.50
Wendy Cathers	Paralegal; Joined the firm in 2019.	\$315.00	27.60	\$8,694.00
<b>Total:</b>			<b>984.40</b>	<b>\$695,300.50</b>
<b>Blended Rate:</b>				<b>\$706.32</b>

**COMPENSATION BY PROJECT CATEGORY**

<b>Task Code</b>	<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B800.803	Business Operations	16.30	\$16,891.00
B800.804	Case Administration	56.30	\$37,518.50
B800.805	Claims Administration & Objections	0.80	\$688.00
B800.806	Employee Benefits/Pensions	2.50	\$2,256.00
B800.807	Stay Relief	1.30	\$805.00
B800.809	Financing Matters & Cash Coll	60.20	\$56,498.00
B800.810	Litigation Matters	45.80	\$23,831.50
B800.811	Creditor Committee Issues	7.60	\$4,954.00
B800.812	Plan & Disclosure Statement	0.30	\$165.00
B800.813	Fee/Employment Applications	60.00	\$36,464.50
B800.824	Preparation/Review Reports	4.20	\$2,445.00
B800.832	Creditor Inquiries	8.30	\$6,450.00
B800.833	Court Hearings	44.70	\$37,663.00
B800.834	General Corporate Matters	15.50	\$12,295.00
B800.835	Leases and Executory Contracts	168.00	\$100,164.50
B800.836	Schedules and Statements	67.50	\$38,480.50
B800.837	Utility Matters	13.70	9,137.00
B800.838	Sale of Property	382.60	\$289,005.00
B800.845	Tax Matters	1.50	\$1,434.00
B800.964	Second Day Motions	27.30	\$18,155.00
<b>Total:</b>		<b>984.40</b>	<b>\$695,300.50</b>

**EXPENSE SUMMARY**

<b><u>Expense Category</u></b>	<b><u>Service Provider (if applicable)</u></b>	<b><u>Total Expenses</u></b>
Court Fees	Court Call, LLC	\$185.25
Deposition/Court Reporters	Veritext LLC	\$355.90
Filing Fees	Michael A. Staab	\$39.00
Off-site Printing and Copying Charges	The Reliable Companies	\$387.20
Postage	Sandra Proule	\$24.25
Service Company Charges	The Reliable Companies	\$1,098.69
UPS Charges	United Parcel Service, Inc.	\$33.62
Information and Research	LexisNexis	\$1,283.18
<b>Total Disbursements:</b>		<b>\$3,407.09</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
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In re:

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Debtors.

Chapter 11

Case No. 20-12841 (MFW)

(Jointly Administered)

Objection Deadline: February 8, 2021 at 4:00 p.m.  
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**SECOND MONTHLY FEE APPLICATION OF GREENBERG TRAURIG, LLP,  
COUNSEL TO THE DEBTORS, FOR ALLOWANCE OF COMPENSATION  
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD FROM DECEMBER 1, 2020 THROUGH DECEMBER 31, 2020**

Greenberg Traurig, LLP (“**Greenberg Traurig**”), counsel to the above-captioned debtors and debtors-in-possession (the “**Debtors**”), hereby submits its second monthly application (the “**Application**”) for compensation and reimbursement of expenses for the period from December 1, 2020 through December 31, 2020 (the “**Application Period**”) pursuant to 11 U.S.C. §§ 330 and 331 (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), and this Court’s *Administrative Order Establishing Procedures for Monthly, Interim, and Final Compensation and Reimbursement of Expenses of Professionals Retained in These Chapter 11 Cases* [Docket No. 202] (the “**Interim Compensation Order**”).

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By this Application, Greenberg Traurig seeks a monthly interim allowance of compensation in the amount of \$695,300.50 and reimbursement of actual expenses in the amount of \$3,407.09 for an aggregate total of \$698,707.59 in accordance with the Interim Compensation Order. Greenberg Traurig hereby seeks payment of \$556,240.40 (80% of the allowed fees) and reimbursement of expenses in the amount of \$3,407.09 (100% of allowed expenses), for an aggregate total payment of \$559,647.49 for the Application Period upon the filing of a certificate of no objection after the 14-day period for the filing of objections has run. In support of the Application, Greenberg Traurig respectfully represents as follows:

### **BACKGROUND**

1. On November 9, 2020, each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the “**Petition Date**”).

2. The Debtors have continued in possession of their properties and are operating and managing their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. The Debtors’ cases are being jointly administered for procedural purposes only, pursuant to the *Order Authorizing and Directing the Joint Administration of the Debtors’ Chapter 11 Cases for Procedural Purposes Only* [Docket No. 37] entered on November 10, 2020.

4. On November 14, 2020, the Debtors filed the *Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date* [Docket No. 83].

5. On November 18, 2020, an official committee of unsecured creditors was appointed in these chapter 11 cases. No request has been made for the appointment of a trustee or examiner.

6. On December 3, 2020, the Court entered the Interim Compensation Order. Pursuant to the Interim Compensation Order, professionals employed by the estate must file an

interim application for compensation and may be paid interim compensation of 80% of fees and 100% of expenses so long as no objections to the interim application are filed within 14 days of the filing of such application.

7. On December 4, 2020, the Court entered the *Order Approving Application of the Debtors for Entry of an Order Authorizing the Employment and Retention of Greenberg Traurig, LLP as Counsel for the Debtors and Debtors in Possession, Nunc Pro Tunc to the Petition Date* [Docket No. 226].

#### **COMPENSATION PAID AND ITS SOURCE**

8. All services performed during the Application Period for which Greenberg Traurig is requesting compensation were performed for or on behalf of the Debtors.

9. As of the date of this Application, Greenberg Traurig has not received any payment or any promise of payment for the services rendered from anyone in any capacity, nor is there an agreement in place between Greenberg Traurig and any person or otherwise in connection with the matters in this Application.

#### **SUMMARY OF SERVICES RENDERED**

10. This Application is the second monthly fee application filed by Greenberg Traurig in the chapter 11 cases. In connection with the professional services described below, by this Application, Greenberg Traurig seeks compensation in the amount of \$695,300.50 for the Application Period.

11. The services rendered during this Application Period by Greenberg Traurig professionals and paraprofessionals (collectively, the “**Professionals**”) are listed in the chart above. The Professionals in these cases have all been involved in some capacity with drafting, reviewing and revising, and filing of various documents with this Court. Greenberg Traurig has advised the Debtors regularly with respect to various matters involving these cases and have

performed various services which are described within the Monthly Fee Statement.

12. The majority of services rendered by Greenberg Traurig during the Application Period as counsel to the Debtors are summarized below. Each of the following is set forth in the invoice attached hereto as **Exhibit A**: (i) a description of the professional or paraprofessional performing the services; (ii) the date the services were performed; (iii) a detailed description of the nature of the services and the related time expended; and (iv) a summary of the fees and hours of each professional and other timekeepers listed by project category (which applicable categories are set forth below). Specifically, Greenberg Traurig rendered the following services during the Application Period as counsel to the Debtors:

a) Business Operations (B800.803)

Fees: \$16,891.00      Hours: 16.30

This category includes services relating to addressing certain of the Debtors' operational matters, including issues regarding going forward insurance policies.

b) Case Administration (B800.804)

Fees: \$37,518.50      Hours: 56.30

This category includes services relating to the general administration of these cases, including without limitation, preparation of various certificates of no objection and certifications of counsel, conferences via phone and email with the Debtors and their advisors regarding various filings, updating and maintaining the case file, tracking pending objections, analyzing and addressing certain service and notice issues, and working on the case timeline and calendars.

c) Claims Administration & Objections (B800.805)

Fees: \$688.00      Hours: 0.80

This category includes issues relating to objections to cure amounts.

d) Employee Benefits/Pensions (B800.806)

Fees: \$2,256.00 Hours: 2.50

This category includes handling issues relating to the Debtors' employee benefit plans and contracts related thereto.

e) Stay Relief (B800.807)

Fees: \$805.00 Hours: 1.30

This category includes services relating to addressing motions for relief from the automatic stay.

f) Financing Matters & Cash Collateral (B800.809)

Fees: \$56,498.00 Hours: 60.20

This category involves services relating to DIP financing matters, including the DIP financing motion, budgets, credit documents, and related orders, drafting a motion to amend the DIP and extend certain milestones, and communication on DIP issues with the Debtors' DIP lenders, advisors, and objecting parties.

g) Litigation Matters (B800.810)

Fees: \$23,831.50 Hours: 45.80

This category involves services relating to pending litigation matters involving the Debtors including those in Arizona and Florida.

h) Creditor Committee Issues (B800.811)

Fees: \$4,954.00 Hours: 7.60

This category involves services relating to issues with the Unsecured Creditors' Committee including confidentiality issues and responding to information requests.

i) Plan & Disclosure Statement (B800.812)

Fees: \$165.00 Hours: 0.30

This category includes services relating to procuring cost estimates for the bar date notice and plan process.

j) Fee/Employment Applications (B800.813)

Fees: \$36,464.50 Hours: 60.00

This category includes services relating to drafting, revising, and filing monthly fee applications for the Debtors' professionals. In addition, revisions to retention orders of the Debtors' professionals were made, incorporating comments from various parties, including the United States Trustee and the unsecured creditors' committee.

k) Preparation/Review Reports (B800.824)

Fees: \$2,445.00 Hours: 4.20

This category includes services relating to preparing, drafting, reviewing, and filing the monthly operating report.

l) Creditor Inquiries (B800.832)

Fees: \$6,450.00 Hours: 8.30

This category involves responding to various creditor inquiries and information requests.

m) Court Hearings (B800.833)

Fees: \$37,663.00 Hours: 44.70

This category includes services relating to drafting hearing agendas and notices, preparing for and attending the second day and sale hearings, and the preparation and submission of the related orders.

n) General Corporate Matters (B800.834)

Fees: \$12,295.00 Hours: 15.50

This category includes the analysis of general corporate matters, including issues related to insurance, sale closing, and the transition service agreement.

o) Leases and Executory Contracts (B800.835)

Fees: \$100,164.50 Hours: 168.00

This category includes services and analysis related to lease rejections and amendments, reviewing underlying lease information, cure objections, adequate assurance information, communicating with landlords and other counterparties, drafting an omnibus rejection motion, drafting lease amendments, researching certain cure issues, and addressing other executory contracts and cure issues.

p) Schedules and Statements (B800.836)

Fees: \$38,480.50 Hours: 67.50

This category includes services relating to preparing the Debtors' schedules of assets and liabilities and statements of financial affairs, including, without limitation, conferences with the Debtors and other professionals, and legal research and analysis related to the preparation of the schedules and statements.

q) Utility Matters (B800.837)

Fees: \$9,137.00 Hours: 13.70

This category includes services relating to requests by utility providers for additional adequate assurance, objections to the utility motion, inquiries from utility providers, and related correspondence with utility providers.

r) Sale of Property (B800.838)

Fees: \$289,005.00 Hours: 382.60

This category includes services relating to the Debtors' bidding procedures and sale motion, preparing a reply in support thereof, revisions to the bidding procedures and sale order, the preparation and service of certain notices, including, for example, those to the members, resolving objections to the bidding procedures and sale motion, addressing the sales of certain de minimis assets, conferences with the Debtors and their advisors, negotiations regarding the sale with parties in interest, and performing other tasks related to the bidding and sale process.

s) Tax Matters (B800.845)

Fees: \$1,434.00 Hours: 1.50

This category includes services relating to preparing the tax order, responding to taxing authorities regarding information requests, and payroll tax issues.

t) Second Day Motions (B800.964)

Fees: \$18,155.00 Hours: 27.30

This category includes services relating to certain second day pleadings, conferences via phone and email with the Debtors and their advisors regarding second day pleadings, discussion with the U.S. Trustee regarding the second day pleadings, making related revisions to the second day orders, and preparing certificates of no objection and certifications of counsel for the various second day pleadings.

**SUMMARY OF EXPENSES**

13. During the Application Period, Greenberg Traurig incurred or disbursed actual and necessary costs and expenses related to this case in the aggregate amount of \$3,407.09. The expenses incurred include filing fees, Court Call charges for telephonic appearances at the second day and sale hearings, copying and service charges, and research charges. A detailed description

of the necessary costs and expenses incurred by Greenberg Traurig is attached hereto as **Exhibit B**.

14. Pursuant to Local Rule 2016-2, Greenberg Traurig represents as follows with regard to its charges for actual and necessary costs and expenses incurred during the Application Period, if any:

- a. Copy Charges were \$.10 per page, which charge is reasonable and customary in the legal industry and represents the costs of copy material, acquisition, maintenance, storage and operation of copy machines, together with a margin for recovery of related expenditures. In addition, Greenberg Traurig often utilizes outside copier services for high volume projects, and this Application seeks the recovery of those costs, if applicable;
- b. Incoming facsimiles are not billed;
- c. Out-going facsimiles are billed at the rate of \$.25 per page. The cost represents operator time, maintaining several dedicated facsimile telephone lines, supplies and equipment, and includes a margin for recovery of related expenditures;
- d. Toll telephone charges are not billed; and
- e. Computer assisted legal research charges are billed at actual costs.

#### **VALUATION OF SERVICES**

Greenberg Traurig expended a total of 984.40 hours in connection with this matter during the Application Period. The nature of the work performed by the Professionals is detailed in **Exhibit A** of this Application. The hourly rates contained therein are Greenberg Traurig's normal hourly rates for work of this character.

15. In accordance with the factors enumerated in Section 330 of the Bankruptcy Code, the amounts requested herein for compensation and expense reimbursement are fair and reasonable



given (a) the complexity of these cases, (b) the time expended by the attorneys and paraprofessionals at Greenberg Traurig, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

16. Greenberg Traurig hereby certifies that (i) it has reviewed the requirements of Local Rule 2016-2 and (ii) this Application complies with such rule.

17. Greenberg Traurig has provided a copy of this Application to the Notice Parties (as defined in the Interim Compensation Order).

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**CONCLUSION**

WHEREFORE, Greenberg Traurig respectfully requests that (a) it be allowed compensation in the amount of \$695,300.50 for professional services rendered and reimbursement of expenses in the amount of \$3,407.09 for the Application Period; (b) the Court authorize the Debtors to pay Greenberg Traurig the amount of \$559,647.49, representing 80% of fees (\$556,240.40) and 100% of expenses (\$3,407.09) (upon the filing of a certificate of no objection) for the Application Period on an interim basis; and (c) the Court grant such other and further relief deemed appropriate under the circumstances.

Dated: January 25, 2021

**GREENBERG TRAURIG, LLP**

/s/ Dennis A. Meloro

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-and-

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